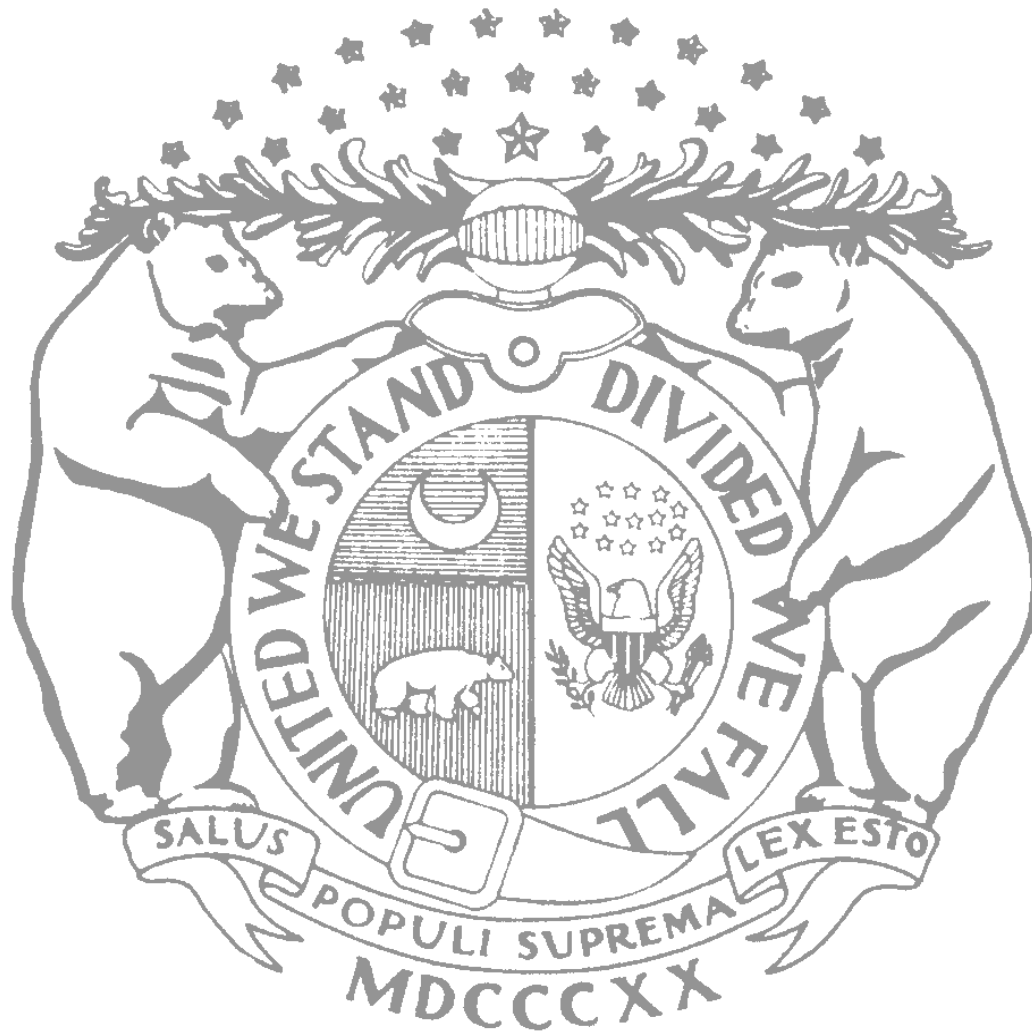


REPORT OF
FINANCIAL EXAMINATION

GMAC DIRECT INSURANCE COMPANY

As Of
December 31, 2003



STATE OF MISSOURI
DEPARTMENT OF INSURANCE
JEFFERSON CITY, MISSOURI

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February 22, 2005
Maryland Heights, Missouri

Honorable Kevin M. McCarty, Commissioner
Office of Insurance Regulation
Florida Department of Insurance
Chairman, Financial Condition (E) Committee, NAIC

Honorable Jorge Gomez, Commissioner
Office of the Commissioner of Insurance
State of Wisconsin
Secretary, Midwestern Zone, NAIC

Honorable W. Dale Finke, Director
Missouri Department of Insurance
301 West High Street, Room 530
Jefferson City, Missouri 65101

Dear Sirs:

In accordance with your financial examination warrant, a full scope financial examination has been made of the records, affairs and financial condition of

GMAC Direct Insurance Company

also referred to as the "Company." The Company's administrative office is at 13736 Riverport Drive, Suite 700, Maryland Heights, MO 63043, telephone number (314) 493-8000. This examination began on June 14, 2004, and concluded on February 22, 2005.

SCOPE OF EXAMINATION

Period Covered

The prior full scope association financial examination of GMAC Direct Insurance Company was as of December 31, 2000, and was conducted by examiners from the state of Missouri, representing the Midwestern Zone of the National Association of Insurance Commissioners (NAIC).

The current full scope association financial examination covers the period from January 1, 2001 to December 31, 2003, and was conducted by examiners from the state of Missouri representing the Midwestern Zone of the NAIC with no other zones participating. Reserves and related actuarial items were reviewed by Jon W. Michelson, FCAS, MAAA, of the firm, Expert Actuarial Services, LLC, pursuant to a contract with the Missouri Department of Insurance.

This examination also included material transactions and/or events occurring after December 31, 2003.

Procedures

This examination was conducted using the guidelines set forth in the Financial Condition Examiners Handbook of the NAIC, except where practices, procedures and applicable regulations of the Missouri Department of Insurance and statutes of the state of Missouri prevailed.

The work papers of the Company's independent auditors Deloitte and Touche, LLP for 2003 were made available to the examiners. Standard examination procedures were modified as deemed appropriate under the circumstances.

Comments – Previous Examination

The comments and recommendations of the previous examination report dated December 31, 2000, are listed below with the subsequent response or action taken by the Company concerning such comments, recommendations and notes.

1. Comment: Conflict of Interest

It is again recommended that the Company annually obtain Conflict of Interest Disclosure Statements from all directors, officers and key employees. Statements should be obtained from directors, officers and key employees whose primary position is with affiliates. The statements should be retained on file at the Company and be available for review by the Department of Insurance during the financial examination.

Company's Response:

In the first quarter of 2002 we obtained conflict of interest statements from all directors, officers and key employees of the Company and will maintain the statements on file for review by the department.

Current Findings:

We obtained conflict of interest statements for all officers and directors with no conflicts noted.

2. Comment: Quarterly Meetings of the Board of Directors

It is again recommended that the board of directors have four quarterly meetings per year as required in Article VI, Section 5 of the Company's Bylaws.

Company Response:

The Company responded by letter on March 21, 2002, that the Company is now holding quarterly directors meetings.

Current Findings:

Board meetings appear to be held regularly.

HISTORY

General

The Company was incorporated in the state of Missouri on August 18, 2000, and received a certificate of authority dated September 27, 2000, from the state of Missouri to operate as a stock property and casualty insurance company under Chapter 379 RSMo (Insurance Other Than Life).

The Company is wholly owned by Motors Insurance Corporation, which is a wholly owned subsidiary of GMAC Insurance Holdings, Inc., which is a wholly owned subsidiary of General Motors Acceptance Corporation, which is a wholly owned subsidiary of General Motors Corporation.

Capital Stock

The Company is authorized to issue 20,000 shares of common stock at a par value of \$200 per share. There were 20,000 shares issued and outstanding as of December 31, 2003, resulting in a common capital stock account of \$4,000,000.

Dividends

The Company has never paid any dividends.

Management

The Board of Directors consists of nine members duly elected at an annual meeting of the stockholder as authorized by the Company's Articles of Incorporation. The directors duly elected and serving as of December 31, 2003, were as follows:

<u>Name and Address</u>	<u>Business Affiliation</u>
John C. Beattie Winston-Salem, NC	Vice President
Bernard J. Buselmeier Wildwood, MO	Vice President, Chief Financial Officer
Daniel J. Evangelista, Jr. Twinsberg, OH	Vice President
Gerald D. Filler Hudson, OH	Vice President and Chief Information Officer
Gary Y. Kusumi Town and Country, MO	Chairman, President and Chief Executive Officer
Daniel C. Pickens Winston-Salem, NC	Vice President and Chief Actuary
Sheena E. Poe Clemmons, NC	Vice President and Secretary
John Urankar Wildwood, MO	Vice President, Chief Claims, Policy Services and Sales Officer
Mitchell F. White Atlanta, GA	Vice President and Chief Marketing Officer

The officers elected and serving as of December 31, 2003, were as follows:

<u>Name</u>	<u>Office</u>
Gary Y. Kusumi	President and Chief Executive Officer
John C. Beattie	Vice President
Donald J. Bolar	Treasurer and Chief Accounting Officer

<u>Name</u>	<u>Office</u>
Bernard J. Buselmeier	Executive Vice President, Finance and Chief Financial Officer
Gerald D. Filler	Vice President and Chief Information Officer
George H. Hall, Jr.	Vice President
Daniel C. Pickens	Vice President and Chief Actuary
Sheena E. Poe	Vice President and Secretary
Daniel J. Evangelista, Jr.	Vice President
Verne E. Purvines	Vice President, Legan Counsel and Assistant Secretary
Thomas W. Stuertz	Vice President
John Urankar	Vice President, Chief Claims, Policy Services and Sales Officer
Mitchell F. White	Vice President and Chief Marketing Officer

Under the bylaws, the Board of Directors, by resolution, may provide for standing or special committees. Members elected and serving on the Finance Committee are as follows:

William F. Muir, Chairman	Michael E. Klehm
Eric A. Feldstein	William B. Noll
B. Jack Miller	Sanjiv Khattri (effective 3/1/04)

Conflict of Interest

The Company and its affiliates have a policy under which directors, officers and key employees are required annually to execute Conflict of Interest Disclosure Statements. A review of the disclosure statements on file for 2001 through 2003 disclosed no significant conflicts of interest.

Corporate Records

A review was made of the articles of incorporation and bylaws of the Company. Neither the articles of incorporation nor the bylaws were amended during the period being examined.

The minutes of the meetings of the stockholder, board of directors and finance committee were also reviewed for the period under examination. The minutes appeared to properly document and approve applicable corporate events and transactions. The board of directors reviewed and approved the examination report as of December 31, 2000, on May 8, 2002.

Acquisitions, Mergers and Major Corporate Events

GMAC Insurance Company Online, Inc., an affiliate, commenced business on January 18, 2001.

Surplus Debentures

None.

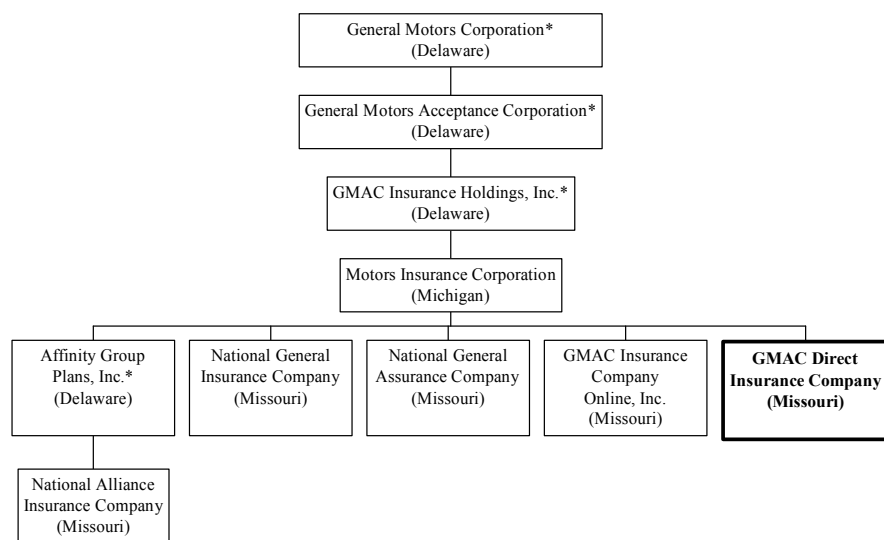
AFFILIATED COMPANIES

Holding Company, Subsidiaries and Affiliates

The Company is a member of an Insurance Holding Company System as defined by Section 382.010 RSMo (Definitions). The ultimate controlling person is General Motors Corporation, a publicly traded corporation listed on the New York Stock Exchange.

Organizational Chart

The following organizational chart depicts the Insurance Holding Company System as of December 31, 2003. The chart includes only the Missouri domiciled insurers, including the Company, and its parent. A complete organizational chart is included in the Company's annual statement. All subsidiaries are wholly owned and non-insurance entities are identified with an asterisk.



Intercompany Transactions

During the period under examination the Company was party to the following inter-company agreements:

- Type:** Federal Income Tax Allocation Agreement
Parties: Motors Insurance Corporation and various subsidiaries including National General Assurance Company, National General Insurance Company, GMAC Direct Insurance Company and GMAC Insurance Company Online, Inc.

Effective: January 1, 2002

Terms: Motors Insurance Corporation shall stand in the place of the IRS for all purposes.

Rate(s): The subsidiary will pay to Motors Insurance Corporation the separate subsidiary tax liability as determined by the hypothetical federal income tax return for the subsidiary. No less than 15 business days prior to the date on which Motors Insurance Corporation is required to make estimated tax payments on behalf of the group, subsidiaries shall submit to Motors Insurance Corporation or its designee a calculation of the separate subsidiary estimated taxes, determined on the basis of the estimated separate subsidiary tax liability. Within ninety days following the filing of the GM Group consolidated federal income tax return, Motors Insurance Corporation shall notify the subsidiary of the amount of the separate subsidiary tax liability and within fifteen days after such notification subsidiary shall pay to Motors Insurance Corporation or Motors Insurance Corporation shall pay to subsidiary the difference between the separate subsidiary tax liability and the estimated tax payments previously made by subsidiary.

2. Type: Services and Facilities Agreement

Parties: GMAC Insurance Holdings, Inc. and subsidiaries including National General Insurance Company, National General Assurance Company, GMAC Insurance Company Online, Inc. and GMAC Direct Insurance Company.

Effective: April 19, 1998 with addendums number 1, January 1, 1999, number 2, September 1, 2000 (to add companies to the agreement) and number 3, June 22, 2002 to add National Alliance Insurance Company and Affinity Group Plans Inc. There were no changes to the agreement.

Terms: To the extent available, each party agrees to furnish, upon request of the others, such qualified personnel, supplies, equipment, services and facilities reasonably and necessarily required to conduct such functions as the recipient party is authorized by law to perform. The services include, but are not limited to, the performance of various administrative, marketing, actuarial, financial, tax, investment, data processing, claims and underwriting function. If investment services are provided to any insurance company, all investments shall be made in accordance with the investment laws of the state in which the insurance company is domiciled.

The laws of the state of New York shall govern the terms of the agreement to the extent that the party is providing services to a New York domiciled insurance company or by the laws of the state of North Carolina to the extent that any party is providing services to a North Carolina domiciled insurance company.

Each supplying party shall render a quarterly statement. The original agreement stated that there would be monthly statements. Addendum number 1 changed monthly statements to quarterly statements.

Disputes shall be submitted to arbitration.

Rate(s): The sole consideration for the personnel, supplies, equipment and facilities shall be the actual cost, unless a schedule of charges and fees negotiated on an arm's length basis is mutually agreed upon. Such charges shall be allocated to the recipient party, on a cost basis, in conformity with customary accounting principles consistently applied and Regulation 30 of the New York Insurance Department.

3. Type: Investment Management Agreement

Parties: General Motors Investment Management Corporation and Motors Insurance Corporation

Effective: January 1, 1993 amended November 21, 1997 to be effective January 1, 1993, with addendums adding the various subsidiaries including National General Insurance Company, National General Assurance Company, GMAC Direct Insurance Company and GMAC Insurance Company Online, Inc.

Terms: General Motors Investment Management Corporation manages the Company's cash and securities in accordance with investment guidelines established by the Company.

Rate(s): Motors Insurance Corporation shall reimburse General Motors Investment Management Corporation semi-annually for the costs and expenses incurred by General Motors Investment Management Corporation with the amount of such reimbursement complying with the requirements of Regulation 30 of the New York Insurance Department.

These agreements were all filed with the Missouri Department of Insurance and were not disapproved.

FIDELITY BOND AND OTHER INSURANCE

The Company is insured under a crime policy purchased by General Motors Corporation, the ultimate parent in the holding company system. This policy provides fidelity coverage with a limit of \$300,000,000 with a deductible of \$25,000,000. General Motors Corporation has decided to self-insure the amount of the deductible. All self-insurance payments made will be treated the same as any other overhead item and allocated accordingly. It appears that the Company had adequate fidelity bond coverage.

The Company also has the following types of insurance protection: property, general liability, insurance operations errors and omissions coverage, directors and officers liability and workers' compensation. It appears that General Motors Corporation has adequate coverage for protection of its assets and those of its subsidiaries.

PENSION, STOCK OWNERSHIP AND INSURANCE PLANS

The Company has no employees. Employees of GMAC Insurance Holdings, Inc. or other affiliates provide services under the Services and Facilities Agreement.

GMAC Insurance Holdings, Inc. provides its employees benefits typical of the industry including medical, dental and vision insurance, group term life insurance, long and short term disability benefits, retirement savings plan (401K), pension plan and paid holidays, vacation and sick leave.

STATUTORY DEPOSITS

Deposits with the State of Missouri

The funds on deposit with the Missouri Department of Insurance as of December 31, 2003, as reflected below, were deemed sufficient in par and market value to meet the deposit

requirement for the State of Missouri in accordance with Section 379.098(1) RSMo (Securities Deposits).

<u>TYPE OF SECURITY</u>	<u>PAR VALUE</u>	<u>MARKET VALUE</u>	<u>STATEMENT VALUE</u>
U.S. Treasury Note	<u>\$2,600,000</u>	<u>\$2,617,888</u>	<u>\$2,598,140</u>

Deposits with Other States

The Company also has funds on deposit with various other states. Those funds on deposit as of December 31, 2003, were as follows:

<u>STATE</u>	<u>TYPE OF SECURITY</u>	<u>PAR VALUE</u>	<u>MARKET VALUE</u>	<u>STATEMENT VALUE</u>
Arkansas	U.S. Treasury Note	\$ 100,000	\$ 106,000	\$ 100,598
Louisiana	U.S. Treasury Note	20,000	21,200	20,120
Nevada	U.S. Treasury Note	200,000	201,376	199,857
New Mexico	U.S. Treasury Note	300,000	318,000	301,794
North Carolina	U.S. Treasury Note	400,000	424,000	402,391
Oklahoma	U.S. Treasury Note	300,000	302,064	299,785
South Carolina	U.S. Treasury Note	150,000	151,032	149,893
Virginia	U.S. Treasury Note	500,000	530,000	502,989
	Total	<u>\$ 1,970,000</u>	<u>\$ 2,053,672</u>	<u>\$ 1,977,427</u>

INSURANCE PRODUCTS AND RELATED PRACTICES

Territory and Plan of Operations

The Company is licensed in Missouri under Chapter 379 RSMo, (Insurance other than life) to write property, liability and miscellaneous insurance. The company is also licensed in the District of Columbia and all other states except California, Georgia, Idaho, Maine, Massachusetts, Minnesota, New Hampshire, New Jersey, and Rhode Island.

The Company uses the Internet as the sole means of distribution. The primary source of business comes from Internet sites including sites of affiliates such as General Motors Corporation and General Motors Acceptance Corporation. The business is concentrated in the mature risk, recreational vehicle, multi-car segment of the market.

Policy Forms & Underwriting; Advertising & Sales Materials and Treatment of Policyholders

The Missouri Department of Insurance has a market conduct staff that performs a review of these issues and generates a separate market conduct report. While the Missouri Department of Insurance has not performed a market conduct examination of the Company, the Missouri Department of Insurance issued a market conduct examination report for the Company 's affiliate National General Insurance Company, as of December 31, 2001.

The Company has a complaint system in place and appears to handle complaints in a timely manner.

REINSURANCE

The Company's premiums on a direct written and ceded basis for the current examination period were as follows:

	<u>2003</u>	<u>2002</u>
Direct Business	\$1,162,837	\$470,589
Reinsurance Ceded	<u>(1,162,837)</u>	<u>(470,589)</u>
Net Premiums	<u><u>\$0</u></u>	<u><u>\$0</u></u>

There was no business in 2001.

Assumed

The Company assumes no reinsurance.

Ceded

The Company cedes 100% of its net retention to its parent company, Motors Insurance Corporation. This accounts for 99.91% of the Company's ceded premium. Along with the premium the Company cedes all insurance related liabilities. The Company is party to various other reinsurance agreements, but very little business is ceded under those agreements.

We reviewed all of the Company's reinsurance agreements and they all appear to have the required clauses and safeguards.

ACCOUNTS AND RECORDS

The Company's financial statements are audited annually by Deloitte & Touche, LLP. We reviewed the 2003 Deloitte & Touche, LLP audit work papers and financial reports. These work papers and reports were used in the course of this examination as deemed appropriate.

The Information Systems Examination Specialist with the Missouri Department of Insurance completed an electronic data processing controls audit and concluded that systems controls appear reasonable.

Reserves and related actuarial items are reviewed and certified by Dan Pickens, FCAS, MAAA, Vice President of GMAC Direct Insurance Company. Consulting actuary, Jon W. Michelson, FCAS, MAAA, of Expert Actuarial Services, LLC, was retained by the Missouri Department of Insurance to review the adequacy of losses and other related liabilities.

The Company is in violation of 20 CSR 200-4.010 (Books, Records, Accounts and Vouchers), both paragraph (3) “Location of Files,” which states, “All financial books, records and accounts necessary for the annual statement of a Missouri insurer must be kept in a central location” and paragraph (4) “Time Limits,” which states, “The insurer shall provide, within five (5) working days, any record requested by any duly appointed financial examiner . . .”

The General Motors holding company system is decentralized. Financial records are kept in various locations, and because of this it was difficult to obtain detailed documentation. Many requests took well over five working days. The examination-planning questionnaire, which was given to the Company in June 2004, was received on January 20, 2005.

SUBSEQUENT EVENTS

There were no material subsequent events.

FINANCIAL STATEMENTS

The following financial statements, with supporting exhibits, present the financial condition of the Company as of December 31, 2003, and the results of operations for the year then ended. Any examination adjustments to the amounts reported in the annual statement and/or comments regarding such are made in the “Notes to the Financial Statements” which follow the financial statements. (The failure of any column of numbers to add to its respective total is due to rounding or truncation.)

There may have been additional differences found in the course of this examination, which are not shown in the “Notes to the Financial Statements.” These differences were determined to be immaterial concerning their effect on the financial statements, and therefore were only noted in the work papers for each individual annual statement item.

ASSETS

	<u>ASSETS</u>	<u>NON- ADMITTED ASSETS</u>	<u>NET ADMITTED ASSETS</u>
Bonds	\$ 6,759,307		\$ 6,759,307
Cash and short-term investments	1,722,296		1,722,296
Investment income due and accrued	46,491		46,491
Uncollected premiums and agents' balances in course of collection	110,200		110,200
Deferred premiums, agents' balances and installments booked but deferred	86,034		86,034
Amounts recoverable from reinsurers	180,565		180,565
Current federal and foreign income tax recoverable	40,584		40,584
Income due and accrued	<u>3,584</u>	<u>3,584</u>	<u>-</u>
Total	<u>\$ 8,949,061</u>	<u>\$ 3,584</u>	<u>\$ 8,945,477</u>

LIABILITIES, SURPLUS AND OTHER FUNDS

Net deferred tax liability	\$ 1,941
Ceded reinsurance premiums payable	390,827
Payable to parent, subsidiaries and affiliates	9,759
Total Liabilities	\$ 402,527
Common capital stock	4,000,000
Gross paid in and contributed surplus	4,000,000
Unassigned funds (surplus)	<u>542,952</u>
Total Surplus	<u>\$ 8,542,952</u>
Total Liabilities, Capital and Surplus	<u>\$ 8,945,479</u>

STATEMENT OF INCOME

INVESTMENT INCOME

Net investment income earned	\$ 180,334
Net realized capital gains/(losses)	<u>(32,880)</u>
Net investment gain or (loss)	147,454
Net income before dividends to policyholders and federal & foreign taxes	147,454
Federal and foreign income taxes incurred	<u>49,960</u>
Net income	<u>\$ 97,494</u>

NOTES TO FINANCIAL STATEMENTS

None.

EXAMINATION CHANGES

None.

GENERAL COMMENTS AND/OR RECOMMENDATIONS

Accounts and Records

Page 14

The Company is in violation of 20 CSR 200-4.010 (Books, Records, Accounts and Vouchers), both paragraph (3) "Location of Files," which states, "All financial books, records and accounts necessary for the annual statement of a Missouri insurer must be kept in a central location" and paragraph (4) "Time Limits," which states, "The insurer shall provide, within five (5) working days, any record requested by any duly appointed financial examiner . . ."

The General Motors holding company system is decentralized. Financial records are kept in various locations, and because of this it was difficult to locate detailed documentation. Many requests took well over five working days.

We direct the Company to centralize its financial records or maintain an adequate audit trail that would expedite the response to financial information requests. This could significantly reduce the costs of future financial examinations.

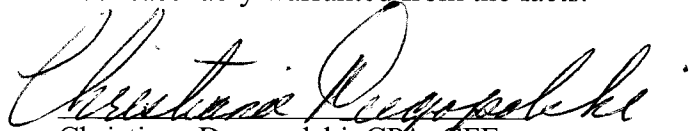
ACKNOWLEDGMENT

The assistance and cooperation extended by various employees of GMAC Direct Insurance Company during the course of this examination are hereby acknowledged and appreciated. In addition to the undersigned, James M. Simmerman, CFE, Karen J. Milster, CPA, CFE, and Andrew T. Balas, AES, CFE, CPA, examiners for the Missouri Department of Insurance participated in this examination.

VERIFICATION

State of Missouri)
) ss
County of Cole)

I, Christiana Dugopolski, on my oath swear that to the best of my knowledge and belief the above examination report is true and accurate and is comprised of only facts appearing upon the books, records or other documents of the Company, its agents or other persons examined or as ascertained from the testimony of its officers or agents or other persons examined concerning its affairs and such conclusions and recommendations as the examiner finds reasonably warranted from the facts.

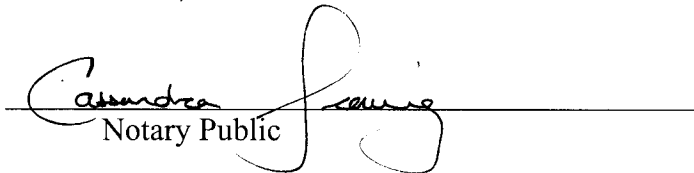


Christiana Dugopolski, CPA, CFE
Examiner-in-Charge
Missouri Department of Insurance
Midwestern Zone, NAIC

Sworn to and subscribed before me this 15 day of April, 2005.

My commission expires:

February 3, 2009


Notary Public

SUPERVISION

The examination process has been monitored and supervised by the undersigned. The examination report and supporting work papers have been reviewed and approved. Compliance with NAIC procedures and guidelines as contained in the Financial Condition Examiners Handbook has been confirmed.



J. Douglas Conley, CFE, FLMI, CIE, AIAF, ARE
Audit Manager - St. Louis
Missouri Department of Insurance
Midwestern Zone, NAIC

GMAC Insurance

Verne E. Purvines
Vice President, Legal Counsel

April 27, 2005

The Honorable W. Dale Finke
Director
Missouri Department of Insurance
301 West High Street, Room 530
Jefferson City, Missouri 65101

Attn: Kirk Schmidt, CFE, CPA
Chief Financial Examiner

Re: GMAC Direct Insurance Company
Report of Financial Examination

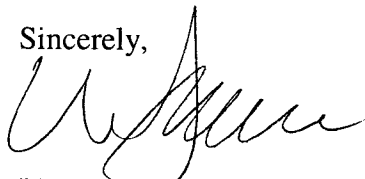
Dear Mr. Schmidt:

The captioned Report of Financial Examination, in the General comments and/or Recommendations section, recommends that GMAC Direct Insurance Company (the Company) centralize its financial records to expedite the response to financial information requests.

The Company's records are maintained in certain strategic locations to efficiently and effectively support the Company's business from an operational perspective by being readily available to management of the operating departments as needed.

Please let us know if you have any questions or require anything further in connection with this examination.

Sincerely,



Verne E. Purvines

VEP/rg

GMAC Insurance – Personal Lines
13736 Riverport Drive
P. O. Box 66937
St. Louis, Missouri 63166-6937
(314) 493-8664 Fax (314) 493-8113

National General Insurance Company
National General Assurance Company
GMAC Insurance Company Online, Inc.
GMAC Direct Insurance Company
MIC General Insurance Corporation
National Alliance Insurance Company
GMAC Insurance Marketing, Inc.